

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

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MARTIN WEAKLEY, derivatively on behalf  
of AMERICAN SUPERCONDUCTOR  
CORPORATION,

Plaintiff,

vs.

GREGORY J. YUREK, DAVID A. HENRY,  
VIKRAM S. BUDHRAJA, PETER O. CRISP,  
RICHARD DROUIN, PAMELA F.  
LENEHAN, DAVID R. OLIVER, JR., JOHN  
B. VANDER SANDE, and JOHN W. WOOD,  
JR.,

Defendants,

and

AMERICAN SUPERCONDUCTOR  
CORPORATION,

Nominal Defendant.

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Civil Action No: 11-cv-10784-WGY  
Lead Case

**STIPULATION STAYING CONSOLIDATED DERIVATIVE ACTION, APPOINTING  
CO-LEAD COUNSEL AND ADDRESSING RELATED MATTERS  
AND [PROPOSED] ORDER THEREON**

WHEREAS, there are presently three related shareholder derivative actions against American Superconductor Corporation (“AMSC” or the “Company”) and certain of its current officers and directors (the “Individual Defendants” and, together with AMSC, the “Defendants”) on file in this Court, which were consolidated under docket number 11-cv-10784 (*Weakley v. Yurek, et al.*) (the “Derivative Action”) by orders of this Court dated June 16, 2011 and June 22, 2011;<sup>1</sup>

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<sup>1</sup> The other derivative actions consolidated with *Weakley* are *Connors v. Yurek, et al.*, No. 11-10910-WGY and *Hurd v. Yurek, et al.*, Docket No. 11-11102-WGY.

WHEREAS, all of the undersigned counsel, on behalf of the parties to the Derivative Action, hereby enter into this Stipulation and [Proposed] Order, subject to the approval of the Court;

WHEREAS, there are several putative securities class actions against AMSC and certain of the Individual Defendants currently pending in this Court, which were consolidated under docket number 11-10582-WGY (*Lenartz v. American Superconductor Corporation, et al.*) (the “Securities Action”) by order of this Court dated June 7, 2011;<sup>2</sup>

WHEREAS, the plaintiffs in the Securities Action allege that AMSC and certain of the Individual Defendants violated federal securities laws by issuing a series of materially false and misleading public statements;

WHEREAS, the plaintiffs in the Securities Action intend to file an amended consolidated complaint in the Securities Action by August 22, 2011 and the defendants in the Securities Action intend to bring a motion to dismiss that complaint by October 6, 2011;

WHEREAS, the resolution of the anticipated motion to dismiss in the Securities Action may impact the allegations against the Defendants in the Derivative Action; and

WHEREAS, the Defendants take no position as to the appointment of The Weiser Law Firm, P.C. and Gilman and Pastor, LLP as co-lead counsel for the plaintiffs in the Derivative Action (the “Plaintiffs”);

NOW, THEREFORE, the parties hereto stipulate, and the Court ORDERS as follows:

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<sup>2</sup> The other putative securities class actions consolidated with *Lenartz* are *Chun v. American Superconductor Corporation, et al.*, No. 11-10610-WGY; *Godt v. American Superconductor Corporation, et al.*, No. 11-10653-WGY; *Murphy v. American Superconductor Corporation, et al.*, No. 11-10665-WGY; *Griffin v. American Superconductor Corporation, et al.*, No. 11-10707-WGY; *Foster v. American Superconductor Corporation, et al.*, No. 11-10743-WGY; and *Norfolk County Retirement System v. American Superconductor Corporation, et al.*, No. 11-10849-WGY.

**I. CAPTION OF CASES**

Every pleading filed in the Derivative Action, or in any separate derivative action included herein, shall bear the following caption:

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

IN RE AMERICAN SUPERCONDUCTOR )	
CORPORATION DERIVATIVE )	Lead Case No. 1:11-cv-10784
LITIGATION )	
)	
This Document Relates to: )	
)	
ALL ACTIONS )	
_____ )	

**II. RIGHT TO CONTEST PERSONAL JURISDICTION**

The filing of this stipulation does not constitute consent by any of the Defendants to personal jurisdiction in the District of Massachusetts, and shall not be deemed a waiver of the right of any of the Defendants to contest personal jurisdiction in the District of Massachusetts.

**III. STAY OF DERIVATIVE ACTION**

The Derivative Action shall be stayed through and including thirty (30) days after this Court rules on the motion to dismiss in the Securities Action. Within thirty (30) days after this Court's ruling on the motion to dismiss in the Securities Action, the parties to the Derivative Action shall submit a proposed scheduling order to the Court to govern the Derivative Action, including provisions for the filing of a consolidated amended complaint, response thereto and briefing on any motion or motions addressed to the sufficiency of the consolidated complaint. The Defendants reserve the right to move the Court for a further stay of the Derivative Action after the Court's ruling on the motion to dismiss the Securities Action. The Plaintiffs reserve the right to oppose any such motion by Defendants for a further stay.

#### **IV. THE COURT'S JUNE 16, 2011 ORDER**

At a hearing on June 16, 2011, the Court ordered the parties in the Derivative Action to file a joint case management proposal by June 30, 2011.<sup>3</sup> Pursuant to this Stipulation and [Proposed] Order, the parties are hereby relieved of the obligation to file a joint case management proposal by June 30, 2011. At the June 16, 2011 hearing, the Court also set a deadline of June 30, 2011 for the Plaintiffs in the Derivative Action to file a consolidated amended complaint, if any.<sup>4</sup> Pursuant to this Stipulation and [Proposed] Order, the Plaintiffs are hereby relieved from the June 30, 2011 deadline for the filing of a consolidated amended complaint.

#### **V. ORGANIZATION OF COUNSEL**

Co-Lead Counsel for the Plaintiffs in the Derivative Action are:

THE WEISER LAW FIRM, P.C.  
ROBERT B. WEISER  
BRETT D. STECKER  
JEFFREY J. CIARLANTO  
JOSEPH M. PROFY  
121 N. Wayne Avenue, Suite 100  
Wayne, PA 19087  
Telephone: 610-225-2677  
Facsimile: 610-225-2678

-and-

GILMAN AND PASTOR, LLP  
DAVID PASTOR  
63 Atlantic Avenue, 3rd Floor  
Boston, MA 02110  
Telephone: 617-742-9700  
Facsimile: 617-742-9701

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<sup>3</sup> *Lenartz v. American Superconductor Corp., et. al*, No. 11-10582-WGY, Electronic Clerk's Notes for Proceedings Held Before Judge William G. Young: Hearing re Appointment of Lead Counsel (June 16, 2011).

<sup>4</sup> *Id.*

Each of Co-Lead Counsel shall have authority to speak for the Plaintiffs in matters regarding pre-trial procedure, trial and settlement negotiations in the Derivative Action and shall make all work assignments in such manner as to facilitate the orderly and efficient prosecution of the Derivative Action and to avoid duplicative or unproductive effort.

Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of the Plaintiffs and for the dissemination of notices and orders of this Court in the Derivative Action. No motion, request for discovery, or other pre-trial or trial proceedings shall be initiated or filed in the Derivative Action by any plaintiffs except through Co-Lead Counsel.

Each of Co-Lead Counsel also shall be available and responsible for communications to and from this Court in the Derivative Action, including distributing orders and other directions from the Court to counsel. Co-Lead Counsel shall be responsible for creating and maintaining a master service list of all parties and their respective counsel in the Derivative Action. Service on one of Co-Lead Counsel shall be sufficient as notice to all plaintiffs in the Derivative Action.

## **VI. NEWLY FILED OR TRANSFERRED ACTIONS**

This Stipulation and [Proposed] Order shall apply to each case arising out of the same or substantially the same transactions or events as the Derivative Action, which is subsequently filed in or transferred to this Court. When a case is hereafter filed or transferred to this Court that properly belongs as part of the Derivative Action, this Court requests the assistance of counsel in calling such case to the attention of the Clerk of the Court, and counsel are to assist in assuring that counsel in subsequent actions receive notice of this Stipulation and [Proposed] Order.

IT IS SO STIPULATED.

DATED: June 28, 2011

THE WEISER LAW FIRM, P.C.  
ROBERT B. WEISER  
BRETT D. STECKER  
JEFFREY J. CIARLANTO  
JOSEPH M. PROFY  
121 N. Wayne Avenue, Suite 100  
Wayne, PA 19087  
Telephone: (610) 225-2677  
Facsimile: (610) 225-2678  
rw@weiserlawfirm.com

By: /s/ Robert B. Weiser  
ROBERT B. WEISER

*[Proposed] Co-Lead Counsel and Counsel for Plaintiff  
Martin Weakley*

GILMAN AND PASTOR, LLP  
DAVID PASTOR  
63 Atlantic Avenue, 3rd Floor  
Boston, MA 02110  
Telephone: 617-742-9700  
Facsimile: 617-742-9701  
dpastor@GilmanPastor.com

By: /s/ David Pastor  
DAVID PASTOR (BBO # 391000)

*[Proposed] Co-Lead Counsel and Counsel for Plaintiff  
Patrick Connors*

LEVI & KORSINSKY, LLP  
SHANNON L. HOPKINS  
TODD GARBER  
30 Broad Street, 15<sup>th</sup> Floor  
New York, NY 10004  
Telephone: (212) 363-7500  
Facsimile: (212) 363-7171  
shopkins@zlk.com

By: /s/ Shannon L. Hopkins  
SHANNON L. HOPKINS (BBO #657485)

*Additional Plaintiffs' Counsel and Counsel for Plaintiff  
Vincent Hurd*

MATORIN LAW OFFICES, LLC  
MITCHELL MATORIN (BBO # 391000)  
200 Highland Avenue  
Needham, MA 02494  
Telephone: 781-453-0100  
Facsimile: 888-628-6746  
mjm@matorinlaw.com

By: /s/ Mitchell Matorin  
MITCHELL MATORIN (BBO # 391000)

*Additional Plaintiffs' Counsel and Counsel for Plaintiff  
Martin Weakley*

HISCOCK & BARCLAY, LLP  
ANTHONY SCIBELLI  
One International Place  
Boston, MA 02110  
Telephone: 617-274-2900  
Facsimile: 617-722-6003  
ascibelli@hblaw.com

By: /s/ Anthony A. Scibelli  
ANTHONY SCIBELLI (BBO # 556507)

*Counsel for Nominal Defendant AMSC and the Individual  
Defendants*

LATHAM & WATKINS LLP  
PATRICK E. GIBBS (*admitted pro hac vice*)  
140 Scott Drive  
Menlo Park, CA 94025  
Telephone: 650-452-4696  
Facsimile: 650-463-2600  
patrick.gibbs@lw.com

By: /s/ Patrick E. Gibbs  
PATRICK E. GIBBS

*Counsel for Nominal Defendant AMSC and the Individual Defendants*

**CERTIFICATE OF SERVICE**

I, Anthony A. Scibelli, hereby certify that the foregoing Stipulation is being filed through the ECF system, such that it will be sent electronically to the registered participants as identified on the Notice of Electronic Filing and paper copies will be sent to those indicated as non registered participants on June 28, 2011.

/s/ Anthony A. Scibelli  
Anthony A. Scibelli